

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

BRADLEY D. FLORA, Individually and on
Behalf of all Others Similarly Situated,

Plaintiff,

v.

THE HAIN CELESTIAL GROUP, INC.,
IRWIN D. SIMON, and PASQUALE
CONTE,

Defendants.

2:16-cv-04581

RODNEY LYNN, Individually and on Behalf
of all Others Similarly Situated,

Plaintiff,

v.

THE HAIN CELESTIAL GROUP, INC.,
IRWIN D. SIMON, and PASQUALE
CONTE,

Defendants.

2:16-cv-04589

JAMES SPADOLA, Individually and on
Behalf of all Others Similarly Situated,

Plaintiff,

v.

THE HAIN CELESTIAL GROUP, INC.,
IRWIN D. SIMON, and PASQUALE
CONTE,

Defendants.

2:16-cv-04597

STIPULATION AND [PROPOSED] ORDER

WHEREAS, on August 17, 2016, plaintiff Bradley D. Flora filed an action, on behalf of a putative class of investors, against defendants The Hain Celestial Group, Inc., Irwin D. Simon, and Pasquale Conte (“Defendants”), alleging violations of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder;

WHEREAS, on August 17, 2016, plaintiff Rodney Lynn filed a similar action, on behalf of a putative class of investors, against Defendants alleging violations of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder;

WHEREAS, on August 17, 2016, plaintiff James Spadola filed a similar action, on behalf of a putative class of investors, against Defendants alleging violations of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder;

WHEREAS, the Private Securities Litigation Reform Act (“PSLRA”), 15 U.S.C. § 78u-4(a)(3)(A)-(B), provides that not later than 20 days after the date on which the first complaint is filed, (i) the plaintiff shall publish a notice advising members of the purported plaintiff class, (ii) that not later than 60 days after the date on which the notice is published any member of the purported class may move the court to serve as lead plaintiff, and (iii) that not later than 90 days after the date on which notice is published the Court shall appoint the “most adequate plaintiff” as lead plaintiff for the class;

WHEREAS, undersigned counsel for Defendants hereby accept and waive service of summons on behalf of each of the foregoing Defendants; and

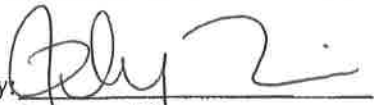
WHEREAS, it is customary in securities class action cases under the PSLRA for the appointed lead plaintiff to file a consolidated amended complaint;

NOW, THEREFORE, the parties, through their undersigned attorneys and subject to the Court's approval, stipulate and agree to the following:

1. Defendants are not required to respond to the complaints in any of the aforementioned actions;
2. Within 60 days of the entry of an order appointing lead plaintiff and lead counsel, lead plaintiff shall file and serve a consolidated amended complaint; and
3. Defendants shall submit a letter in accordance with Rule 2.B of this Court's Individual Motion Practice and Rules, answer, or otherwise respond to the consolidated amended complaint within 30 days after the filing of the consolidated amended complaint;
4. If Defendants move to dismiss the consolidated amended complaint, the parties shall propose to the Court the following briefing schedule:
 - a. Defendants shall serve their moving papers within 60 days after the Court enters an Order setting a briefing schedule;
 - b. Lead plaintiff shall serve its opposition within 60 days after the service of Defendants' moving papers;
 - c. Defendants shall serve their reply to any opposition made by lead plaintiff within 45 days after the service of lead plaintiff's opposition.

IT IS SO STIPULATED AND AGREED TO THIS __ DAY OF OCTOBER, 2016.

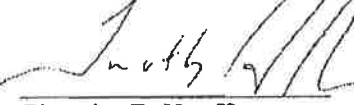
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IT IS SO ORDERED:

The Honorable Leonard D. Wexler
United States District Judge